Davis Kirk A Form 4 November 08, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Davis Kirk A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

Expires:

response...

3235-0287

January 31,

2005

0.5

New Media Investment Group Inc.

[NEWM]

(Last) (First) 3. Date of Earliest Transaction

10% Owner Director X_ Officer (give title Other (specify

1345 AVENUE OF THE AMERICAS, 45TH FLOOR (Month/Day/Year) 11/08/2018

Chief Operating Officer

(Check all applicable)

(Street)

(State)

(Middle)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

NEW YORK, NY 10105

| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 4. Securities Acquired on(A) or Disposed of | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
|------------------------|---|-------------------------------|------------------|---|-------------------------|---------------------------|-----------------------|
| (Instr. 3) | | any | Code | (D) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | Owned | Indirect (I) | Ownership |
| | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | (| Reported | | |
| | | | | (A) | Transaction(s) | | |
| | | | Code V | or Amount (D) Price | (Instr. 3 and 4) | | |

Common

(City)

Stock, par 11/08/2018 value \$0.01

6,750 A $^{\$}_{14.2}$ 147,662 $^{(2)}$ D

per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | orNumber | Expiration D | ate | Amount | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | ^ | mount | | |
| | | | | | | | | | mount | | |
| | | | | | | Date | Expiration | Title N | | | |
| | | | | | | Exercisable | Date | Title Number of | | | |
| | | | | C + V | (A) (D) | | | | | | |
| | | | | Code V | (A) (D) | | | S | hares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

Davis Kirk A 1345 AVENUE OF THE AMERICAS, 45TH FLOOR NEW YORK, NY 10105

Chief Operating Officer

Signatures

/s/ Kirk A. 11/08/2018 **Davis**

**Signature of Date Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares were purchased in the open market.

Includes the following grants of restricted stock, that will vest subject to the reporting person's continued service as an employee through each vesting date: (i) 26,247 shares of restricted stock granted on February 23, 2016, which vested 33.3% on February 23, 2017, 33.3%

on February 23, 2018 and will vest 33.4% on February 23, 2019; (ii) 25,173 shares of restricted stock granted on February 20, 2017, **(2)** which vested 33.3% on February 20, 2018 and will vest 33.3% on February 20, 2019 and 33.4% on February 20, 2020; and (iii) 45,900 shares of restricted stock granted on February 27, 2018, that will vest 33.3% on February 27, 2019, 33.3% on February 27, 2020 and 33.4% on February 27, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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